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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND THE INDIANA DEPARTMENT OF
ENVIRONMENTAL MANAGEMENT (I) DISALLOWING AND EXPUNGING
PROOFS OF CLAIM NUMBERS 5120 AND 5121 AND (II) COMPROMISING AND
ALLOWING PROOF OF CLAIM NUMBER 5122

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and the Indiana Department of Environmental Management ("IDEM" or the "Claimant") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And The Indiana Department of Environmental Management (I) Disallowing And Expunging Proofs Of Claim Numbers 5120 And 5121 And (II) Compromising And Allowing Proof Of Claim Number 5122 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on May 8, 2006, IDEM filed proof of claim number 5120 against Delphi, which asserts an unsecured priority claim in the amount of \$1,721.50 stemming from certain asserted environmental liabilities ("Claim 5120").

WHEREAS, on May 8, 2006, IDEM filed proof of claim number 5121 against Delphi, which asserts an unsecured non- priority claim in the estimated amount of \$500,000.00 stemming from certain asserted environmental liabilities ("Claim 5121").

WHEREAS, on May 8, 2006, IDEM filed proof of claim number 5122 against Delphi, which asserts an unsecured non- priority claim in the estimated amount of \$750.00 stemming from certain asserted environmental liabilities ("Claim 5122," and together with Claim 5120 and 5121, the "Claims").

WHEREAS on October 31, 2006, the Debtors objected to the Claims pursuant to

the Debtors' (I) Third Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books And Records, And (C) Claims Subject To Modification And (II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (the "Third Omnibus Claims Objection").

WHEREAS, on November 22, 2006, IDEM filed its Response To Debtors' Third Omnibus Objection (Docket No. 5713) (the "Response").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, without admitting any liability, to resolve the Third Omnibus Claims Objection with respect to the Claims without further litigation, the Reorganized Debtors and IDEM entered into this Stipulation, pursuant to which the Reorganized Debtors and the Claimant agreed that (I) Claim 5120 and Claim 5121 should each be disallowed and expunged its entirety and (II) Claim 5122 should be allowed as a general unsecured non-priority claim in the amount of \$750.00 against DPH Holdings Corp.

NOW, THEREFORE, the Reorganized Debtors and IDEM stipulate and agree as

follows:

1. Each of Claim 5120 and Claim 5121 shall be disallowed and expunged in its entirety.
2. Claim 5122 shall be allowed in the amount of \$750.00 and shall be treated as an allowed general unsecured non-priority claim against DPH Holdings Corp. in accordance with the terms of the Modified Plan.
3. The Response is hereby deemed withdrawn with prejudice.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 21st day of June, 2010

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

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